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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: SOUTHERN POOLS AND SPAS, INC. AUDIT NUMBER.....H97000004634 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF
SOUTHERN POOLS AND SPAS, INC.

I, the undersigned, hereby make, subscribe and acknowledge these articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be **SOUTHERN POOLS AND SPAS, INC.** and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to invest in property of any kind, to import and/or export property of any kind, operate businesses, borrow or lend money on general credit mortgages, and to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of **ONE THOUSAND (1,000)** shares of **ONE (\$1.00)** Dollar par value.

4. The principal office of the corporation shall be **16235 S.W. 303 St., Miami, FI 33030.**

5. The amount of capital with which the corporation shall begin business is **ONE THOUSAND (\$1,000.00)** Dollars.

6. The number of the directors shall be at least one (1), and the name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
NANCY GARCIA	President/Secretary Director	701 Brickell Ave. Miami, FI 33131

Luis F. De La Cruz, Jr., Esq.
241 Sevilla Avenue, Ste. 805
Coral Gables, Florida 33134
305/448-0100
Fl. Bar No.: 278459

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7. The name and post office address of the sole subscriber to these Articles of Incorporation, the number of shares he agrees to take, and the consideration thereof, the proceeds of which will amount to at least One Thousand (\$1,000.00) Dollars, is as follows:

NAME	NO. OF SHARES	CONSIDERATION
Luis F. De La Cruz, Jr. 241 Sevilla Avenue Suite 805 Coral Gables, FL 33134	1,000	\$1,000.00

8. The corporation designates LUIS F. DE LA CRUZ, JR. of 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134 as its Registered Resident Agent, to accept service of process within this state.

IN WITNESS WHEREOF, the undersigned hereby subscribes to these Articles of Incorporation at Miami, Dade County, Florida on March 19, 1997.



LUIS F. DE LA CRUZ, JR.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

SOUTHERN POOLS AND SPAS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, SOUTHERN POOLS AND SPAS, INC. has named Luis F. De La Cruz, Jr., located at 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134 as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above-stated corporation at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


LUIS F. DE LA CRUZ, JR.
(Registered Resident Agent)

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, on March 19, 1997, personally appeared, LUIS F. DE LA CRUZ, JR., sole subscriber, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and said LUIS F. DE LA CRUZ, JR. consented to his appointment as Registered Resident Agent of the corporation to accept service of process within this State and did take an oath.


NOTARY PUBLIC, State of Florida
My Commission Expires:



Fernando J. Portuondo
My Commission CC684027
Expires Sep. 10, 2000



Fernando J. Portuondo
My Commission CC684027
Expires Sep. 10, 2000

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